

Subject: RE: Excerpt from our Bylaws regarding Indemnification
From: Greg Morena <greg@thealbright.com>
Date: 03/25/2017 06:56 AM
To: Lorena Parker <lparker@sanpedrobid.com>
CC: Eric Eisenberg <ericeoban@gmail.com>

This is a good start.

It should be cleaned up and we should go through the approval process. Myself and the new execs should be approved for indemnification upon appointment of our next post/s

Thanks for researching

greg@thealbright.com

----- Original message -----

From: Lorena Parker <lparker@sanpedrobid.com>
Date: 3/24/17 9:01 AM (GMT-08:00)
To: Greg Morena <greg@thealbright.com>
Cc: Eric Eisenberg <ericeoban@gmail.com>
Subject: Excerpt from our Bylaws regarding Indemnification

Greg,

Here is the excerpt from our bylaws regarding indemnification. If you think you need an additional document let me know.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

SECTION 8.1 INDEMNIFICATION

a. Right of Indemnity. To the full extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 7237(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding," as that term is used in such Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporation Code.

b. Approval of Indemnity. Upon written request to the board of directors by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporation Code, the board of directors shall promptly determine in accordance with Section 7237(e) of the Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the board of directors shall authorize indemnification. If the board of directors cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of directors who are not parties to such proceeding, the board of directors or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met.

c. Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the board of directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the corporation therefore.

SECTION 8.2 INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents of the corporation, against any liability asserted against or incurred by an officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

Lorena Parker
Executive Director
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